And there came a day, a day unlike any other, when Earth's Mightiest Heroes found themselves united against a common threat! On that day, the Avengers were born, to fight the foes no single super hero could withstand!

The New Avengers and Tony Stark have known there is a shape-shifting alien Skrull infestation on Earth, but they couldn't detect the Skrulls and now can't trust anyone to be who they seem to be. Including themselves.

When a Skrull ship crash-lands in the prehistoric area of Antarctica called the Savage Land, Tony Stark leads his team of Avengers on a chase to stop them...following Luke Cage and the "underground" Avengers, those who did not join Tony's new Initiative.

When both teams of Avengers get there the ship opens, revealing a shocking gathering of Marvel Heroes, icons from a more innocent time. These heroes declare that they have been held captive by the Skrull Empire and have just returned to Earth. But if these are the real heroes, then who are the Avengers that have been living here on Earth?

The standoff between the Avengers of yesterday and today bursts into violence and is only interrupted when Captain America appears from the Skrull ship. But Captain America was recently assassinated...or was he?

The invasion has begun...

BRIAN MICHAEL BENDIS
WRITER

BILLY TAN
PENCILS

DANNY MIKI
INKS

JASON KEITH
COLORIST

RS & COMICRAFT'S ALBERT DESCHESNE
LETTERER

ALEKSI BRICLOT
COVER ARTIST

JOE SABINO
PRODUCTION

JEANINE SCHAEFER
ASSOCIATE EDITOR

TOM BREVOORT
EDITOR

JOE QUESADA
EDITOR IN CHIEF

DAN BUCKLEY
PUBLISHER

NEW AVENGERS (ISSN #1931-9595) **No. 49, September, 2008**. Published Monthly by MARVEL PUBLISHING, INC., a subsidiary of MARVEL ENTERTAINMENT, INC. OFFICE OF PUBLICATION: 417 5th Avenue, New York, NY 10016. **PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES.** © 2008 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. $2.99 per copy in the U.S. and $3.05 in Canada (GST #R127639252) in the direct market and $3.99 per copy in the U.S. and $3.99 in Canada (GST #R127639252) through the newsstand. Canadian Agreement #40668537. **Printed in the USA.** Subscription rate (U.S. dollars) for 12 issues: U.S. $27.00; Canada $37.00; Foreign $39.00. **POSTMASTER: SEND ALL ADDRESS CHANGES TO NEW AVENGERS, C/O MARVEL SUBSCRIPTION DEPT., P.O. BOX 110, NEWBURGH, NY 12550. TELEPHONE # (800) 217-9158. FAX # (845) 457-5029. subscriptions@marvelsubs.com.**

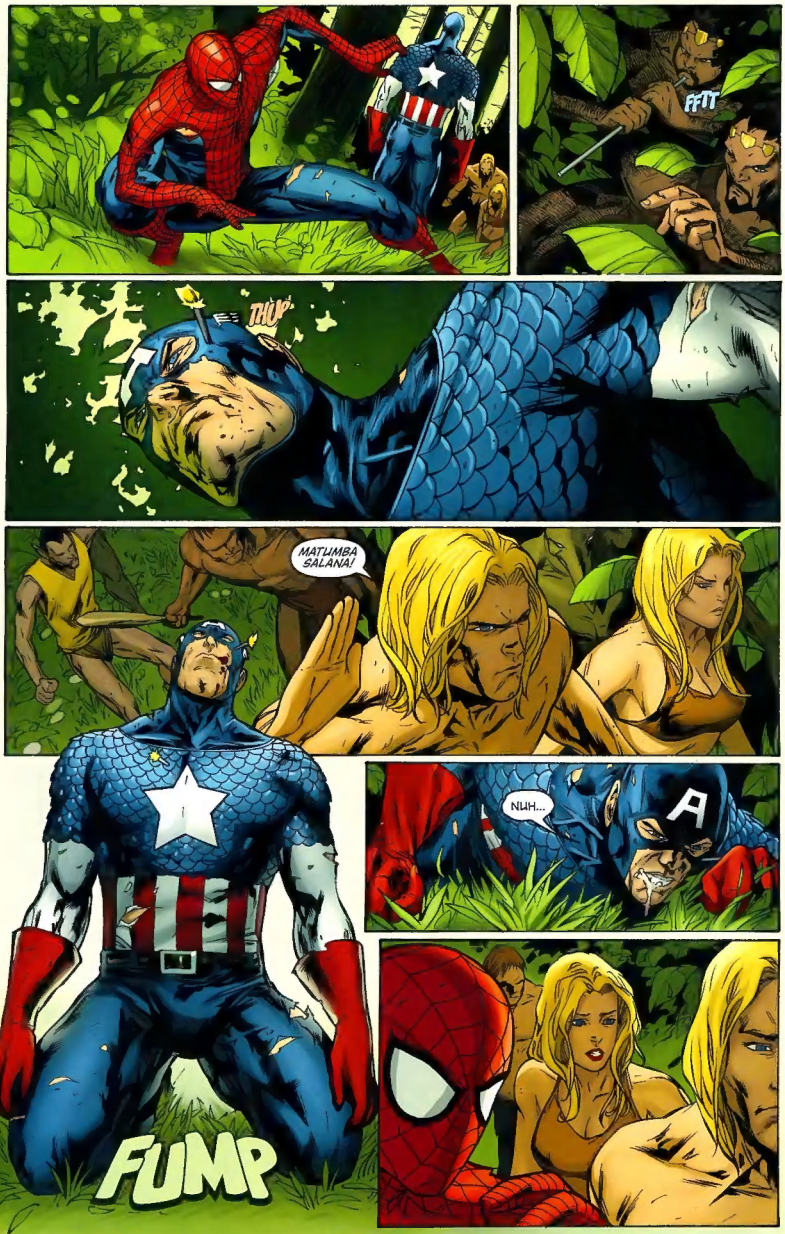
ALAN FINE, CEO Marvel Toys & Publishing Divisions and CMO of Marvel Characters, Inc.; DAVID GABRIEL, SVP of Publishing Sales & Circulation; DAVID BOGART, SVP of Business Affairs & Talent Management; MICHAEL PASCULLO, VP Merchandising & Communications; JIM O'KEEFE, VP of Operations & Logistics; DAN CARR, Executive Director of Publishing Technology; JUSTIN F. GABRIE, Director of Editorial Operations; SUSAN CRESPI, Editorial Operations Manager; OMAR GUTIERREZ, Production Manager; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Mitch Dane, Advertising Director, at mdane@marvel.com. For Marvel subscription inquiries, please call 800-217-9158.

THE SAVAGE LAND.
OH, MAN. OKAY...
IT'S NOT THAT I DON'T *WANT* YOU TO BE THE REAL CAPTAIN AMERICA.
AND IT'S NOT LIKE YOU DON'T MAKE ME A LITTLE *NERVOUS* LIKE THE REAL CAPTAIN AMERICA.
BUT THE REAL CAPTAIN AMERICA *DIED*.
HE WAS *SHOT*.
ON T.V.
WE *ALL* SAW IT.
HE'S GONE.
SO, YOU, ALTHOUGH YOU'RE TOTALLY ROCKING THE COSTUME... YOU ARE *NOT* HIM.
RRAARRR!
STOP YOUR TALKING, SKRULL. I DON'T BELIEVE A WORD YOU SAY.
I'M NOT HERE TO TALK!
KA-ZAR, KING OF THE SAVAGE LAND. I NEED A WAY BACK TO THE MAINLAND.
I HAVE TO GET BACK TO THE UNITED STATES.
CAPTAIN AMERICA IS *DEAD*.
I DON'T HAVE TIME FOR THIS.
STOP WHERE YOU ARE.

KTANG
AGH!
HEADS UP!
RRARFGH
WHOA, WHOA AND WHOA...
THWAP
THWAP

AGH!
JEEZ!
THWAP
FUMP
CRACK
WELL, YOU FIGHT LIKE CAP.
RRRRR!
CRACK

THIS IS MY HOME! MY HOME! DO YOU UNDERSTAND?! DO YOU?
HOLD HIM STILL!
WHOA, WHOA AND WHOA, I SAID!
NO!
NO ONE IS LISTENING TO ME!
HHUURRGGHH!
RRR!
AFTER ALL I'VE BEEN THROUGH TO GET BACK TO EARTH, THE HELL IF I'M GOING TO LET THE LIKES OF--
PTUNK


FFTT
THUD
MATUMBA SALANA!
NUH...
A
FUMP

I KNEW IT! YOU--YOU--
WHY ARE YOU HERE? WHAT DO YOU WANT FROM US?!
DON'T YOU PRETEND YOU'RE NOT ONE OF THEM!
I'M NOT!
YOU ALL ARE!
FASMUIN!!
I-I AM CAPTAIN AMERICA.
I'M NOT ONE OF THEM.
WELL, WE'LL FIND OUT, WON'T WE?
I-I AM A... HUMAN.
SNIKT
AGH!
STILL PINK.
YEAH. AND NOW IT'S BLEEDING AND NUMB. THANKS A TON!
I'M NOT ONE OF THEM.
WHAT DO YOU WANT HERE, SKRULL?
TELL US OR WE'LL KILL YOU. CAN'T PUT IT ANY CLEARER THAN THAT.
"WHAT IS YOUR NAME, SOLDIER?"

ALL OF YOU HAVE VOLUNTEERED FOR BATTLE!
ALL OF YOU HAVE VOLUNTEERED TO SHIFT YOURSELVES IN PURSUIT OF THAT WHICH WE KNOW IS OURS!
AND ALL OF YOU HAVE MY LOVE AND RESPECT!
BUT ONLY A FEW HAVE VOLUNTEERED TO GIVE UP EVERYTHING!
PITT'O NIL!!
THE ENTIRE EMPIRE WORSHIPS AND ADORES YOU.
AS I DO THEM, MY QUEEN.
PITT'O NIL!! LET YOUR NAME BE WRITTEN IN THE BOOK OF WORLDS.
LET ALL WHO READ IT KNOW THE SIGHT!
LET ALL WHO HEAR IT KNOW THE SOUND OF A HERO'S NAME!

ИЛИ ПОЛОВЫЕ ЖЕ А ЧЕЛОВЕК.
ИЛИ ПОЛОВЫЕ ЖЕ А МУЖЧИНА.
ИЛИ ПОЛОВЫЕ ЖЕ КРОВЬ СТИВЕНА РОДЖЕРСА.
ИЛИ ПОЛОВЫЕ ЖЕ СКВОЗЬ КАПИТАН АМЕРИКА.
ИЛИ ПОЛОВЫЕ ЖЕ КРОВЬ АГЕНТА ЩИТ.
ИЛИ ПОЛОВЫЕ ЖЕ А УБЕДИТЕЛЬНЫЙ МСТИТЕЛЬ.
A
The blood of a human.
The blood of a male.
The blood of Steven Rogers.
The blood of Captain America.
The blood of an agent of S.H.I.E.L.D.
The blood of a mighty Avenger.

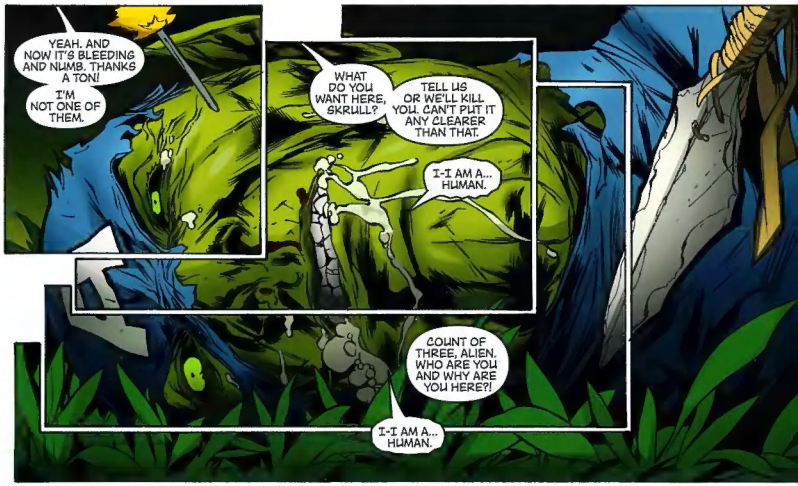
THIS IS THE TIME DURING OUR CIVIL WAR...
OKAY, AVENGERS--YOU KNOW WHAT TO DO!
WHEN THE AVENGERS AND THE FANTASTIC FOUR WERE CAPTURED BY OUR ARMADA.
SORRY, BOYS, BUT AN AMBUSH THAT'S EXPECTED RARELY WORKS!
WHEN THE SKRULLS ZABYK AND MYRN DETONATED THE GENETIC "HYPERWAVE BOMB".
Y-YOUR SWORD CUT THROUGH MY BLASTER! WHAT SORT OF MAGIC IS THIS?!
HRMPF! THIS BATTLE IS TOO EASILY WON FOR THE SON OF ZEUS!!
PRETTY GOOD MAGIC, I'D SAY!
HEADS UP EVERYBODY! IT'S--
--THE SHE-HULK?!
THE AVENGERS?!
THERE.
I BELIEVE THIS IS THE POINT WHERE WE CAN GENERATE THE NEW MEMORIES WE NEED.

IF I MAY... WHY GO TO SUCH EFFORT TO STRIKE AT THEM WITH SUCH A WIDE DECEPTION OF--?
WHY?
HOW MANY MORE TIMES DO YOU NEED TO SEE ONE OF THESE STANDING IN THE WAY OF WHAT'S OURS?
YOUR EXCELLENCE, I WAS ONLY ASKING, WHY GO TO SUCH A--
BECAUSE A PHYSICAL DEFEAT MEANS NOTHING TO THEM.
THEY DEFY DEATH. THEY DEFY DEFEAT.
YOU BEAT THEM DOWN, THEY RISE UP. YOU KILL THEM, THEY LIVE ON IN SPIRIT.
SO TO TRULY DEFEAT THEM YOU DESTROY THEM FROM THE INSIDE OUT.
YOU MAKE THEM DOUBT THEMSELVES. THEIR FRIENDS AND FAMILY.
MAKE THEM LOSE SIGHT OF THEMSELVES TO THE POINT THAT THEY DON'T KNOW WHAT TO STRIKE BACK AT.
THEN... YOU STRIKE.
YOU DAMAGE THEM SO COMPLETELY THAT EVEN IF THE ENTIRE EMPIRE LOST THIS INITIATIVE--
--AND WE WON'T--
--BUT EVEN IF WE DID, THE SHOCKWAVE OF DAMAGE WILL STAY WITH THEM FOREVER.
THAT'S WHY WE GO TO THIS TROUBLE.
THAT'S WHY WE FIGHT WITH EVERY WEAPON WE HAVE.
BECAUSE WE HAVE TO.
I'LL BE LEAVING FOR EARTH WITHIN THE CYCLE.
PUT OUR "CAPTAIN AMERICA" WITH THE REST OF OUR "HEROES."
MY WORD WILL BE GIVEN AND THEN YOU WILL WAKE THEM.

UGH...
CAPTAIN, WAKE UP.
WHERE...?
CAPTAIN AMERICA, CAN YOU HEAR ME? DON'T TALK.
MY NAME IS EMMA FROST. I'M A PSYCHIC MUTANT.
I'M TRYING TO WAKE EVERYBODY UP. LOOK AT ME IF YOU CAN HEAR MY THOUGHTS.
GOOD. THERE'S ONLY FIVE CREW MEMBERS.
ACCORDING TO THEIR THOUGHTS, WE'RE BEING TAKEN TO THE SKRULL ARMADA.
THEY HAVE KIDNAPPED US AND ARE TRANSPORTING US TO A PRISON PLANET OF SOME KIND SO THEY CAN COME BACK TO EARTH AND TRY TO INVADE.
OKAY, HOLD ON, OKAY. EVERY ONE OF US IS AWAKE.
MY NAME IS JEAN GREY, CAP. I'M AN X-MAN. WE'VE MET A BUNCH OF TIMES.
AT THE COUNT OF THREE, EVERYONE.
I AM GOING TO BREAK THE MECHANISM OF THE MACHINE THAT IS HOLDING US IN STASIS, AND WE MAKE A RUN FOR THE COCKPIT.
OKAY. COUNT OF THREE.
TWO.
ONE.

ANYONE ELSE ALL KINDS OF PISSED OFF?
WHAT'S HAPPENING?
WE'RE HEADED BACK TO EARTH!
WELL, GOOD. BECAUSE I ACTUALLY DON'T REMEMBER LEAVING EARTH--
WE'RE PRISONERS OF WAR.
NOT FOR LONG.
YO, MAN, ANY CHANCE YOU CAN DROP ME OFF IN HARLEM?
I CAN'T--AAARR! I CAN'T CONTROL THE SHIP--IT'S LOCKED.
LET ME SEE IF I CAN HELP.
I SHALL EXIT THE CRAFT AND LAND US SAFELY.
PROBLEM IS, THOR, IF YOU OPEN THE DOOR WHEN WE'RE MOVING THIS FAST YOU'LL KILL HALF THE PEOPLE ON BOARD. JUST F.Y.I..
HOLD ONTO YOUR--

IS THAT--?
SAVAGE LAND. YEP.
JEAN, IS THERE ANYTHING YOU CAN DO?
AND WE'RE COMING IN A TAD RAPIDLY, DON'T YA THINK?
I'M TRYING. IT'S AN AWFULLY BIG--
MRS. RICHARDS, PREPARE A FORCE-FIELD ON THE OUTSIDE OF THE SHIP.
THOR, BRACE THE BACK OF THE SHIP FROM THE INSIDE AND LET'S TRY TO GUIDE IT DOWN GENTLY.
HOLD ON TO SOMETHIN'!
OH, MAN...
NOT THE WAY I WANT TO GO OUT!
REALLY.
WE WILL BE SAFE, YOUNG HERO. OUR POWER IS GREAT.


YEAH. AND NOW IT'S BLEEDING AND NUMB. THANKS A TON!
I'M NOT ONE OF THEM.
WHAT DO YOU WANT HERE, SKRULL?
TELL US OR WE'LL KILL YOU. CAN'T PUT IT ANY CLEARER THAN THAT.
I-I AM A... HUMAN.
COUNT OF THREE, ALIEN. WHO ARE YOU AND WHY ARE YOU HERE?!
I-I AM A... HUMAN.

RIGHT.
CHICK
WHOA! WHY DID YOU--?!

BECAUSE A THREAT IS A THREAT AND A LIAR IS A LIAR AND I DON'T HAVE TIME--
THIS IS THE JUNGLE. NOT A MANHATTAN COFFEE--
BUT YOU--
BUDDA BUDDA BUDDA BUDDA BUDDA BUDDA

HUH.
MACHINEGUN FIRE.
SOUNDS LIKE IT'S COMING FROM THE CITADEL.
I SO BADLY WANT TO GO HOME.
WE'RE MOVING OUT. FANTANA MOOSOO.

WE'RE HEADING TOWARDS THE GUNFIRE?
YAY! THIS IS THE BEST DAY EVER!
NEXT ISSUE: THE REAL SECRET OF THE ILLUMINATI